# US EXECUTIVE APPROVAL FORM

**CUSTOMER NAME: Verizon Communications**
**PARTNER/VAD NAME:**

**SECTION I - Approval Requests:**

**HQAPP Requests:** (NASINFO comment: This is very similar to what was requested and approved in 4/2002 except that we were going to start from the Bell Atlantic Agreement. Legal has advised that it would be more favorable to Oracle to start with the Verizon GNI Agreement which is an updated version of the Bell Atlantic Agreement.)
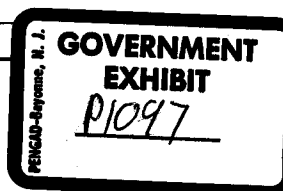
1. **Verizon Communications is currently governed by 2 documents: The GTE ELA and the Bell Atlantic ELA. We request approval to negotiate a new Master Agreement that will replace these two documents.**
   a. New Enterprise License Agreement for Verizon Communications will encompass the entire population of the Bell Atlantic ELA (more favorable to Oracle) and the GTE ELA (much less favorable to Oracle) including the "personnel" pricing and definition from the Bell Atlantic ELA.
   b. The negotiations will begin with the Verizon GNI Agreement which was executed in 2001 (was an updated version of the Bell Atlantic Agreement) as the baseline to start discussions with. The Verizon GNI Agreement and the Bell Atlantic SLSA will survive (with a Customer name change to Verizon Communications).
   c. Legal will be engaged as appropriate.
   d. Essentially this allows us to say to the Customer that we will work off of their agreement but it is an agreement that was approved by Oracle less than two years ago. This avoids the Customer satisfaction issue that we will encounter if we force them to start from the OLSA.
   e. Should this request be approved, all nonstandard contract and business issues would be forwarded for approval by HQAPP on revision 2 of this US Approval Form prior to the submission of any language to Verizon per standard practice.
   f. We will update any old sections that have conflicting t&c's and will remove anything that doesn't still apply. We will be incorporating our new terms (vs. old terms in existence) into the modification.

**SECTION II – Deal Summary:**

| Deal Summary | |
|---|---|
| Programs | (List out all programs here) |
| License Discount | ___% (ebiz + ___%) |
| Support Discount | ___% (ebiz + ___%) |
| Comp & Admin Discount | |
| Phased Implementation for Comp & Admin? | See checklist below and forward a spreadsheet to NASINFO/OGEHINFO |
| Subset of Users | See checklist below and forward a spreadsheet to NASINFO/OGEHINFO |
| Support Options/Holds | |
| Price Holds | |
| List License | |
| List Support | |
| List Comp & Admin | |
| Net License | |
| Net Support | |

GOVERNMENT
EXHIBIT
P1097

**ORLITE0117944**

| Net Comp & Admin | |
|---|---|
| Net Total Price | |
| Price List Used | |

| Customer History  - Existing Price Holds | |
|---|---|
| Existing contractual discount (price hold) | % |
| Date of Price List for price hold | |
| When does price hold expire? | |
| Price hold program categories (database, server, erp, crm, hr/payroll, app suite) | |
| Name of Agreement if applicable | |

## SECTION III - Justification:

Verizon Communications is the result of the merger between Bell Atlantic Corporation and GTE Communications bringing their total employee population to over 247,000.
Prior to the merger, each of the entities had its' own enterprise license agreement with Oracle.  The enterprise agreements each provided that all employees of each enterprise were to be counted and licensed.  The Bell Atlantic agreement licensed the enterprise for database and options.  The GTE agreement licensed the enterprise for database only.  Support was also purchased for each of the licenses.

We are requesting to use the Verizon GNI Agreement as the starting point of the negotiations for a new single agreement for Verizon.

**Recommendation:** (*leave blank for HQAPP to fill out*)

**Submitted By:** *Brad Zickert*
**Field RM name if submitted by OracleDirect:**

R:   (*leave blank for HQAPP to fill out*)
C:
L:
A:
BP:

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**PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL.  ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.**

**SECTION V – Ordering Document Details**

<u>Instructions</u> - **Fill in all sections completely.**

**APPROVAL REQUIREMENTS** - Refer to the Approval Matrix at http://esource.oraclecorp.com
**PRICING REQUIREMENTS** – Refer to Price List and Price List Supplement for minimums and prerequisites.
**PRICING SPREADSHEET** – Include a pricing spreadsheet showing all products, quantities, license types, pricing, and discounts. Indicate if discount for drafting contract differs from approved discount.
**MIGRATIONS** - If your deal contains a migration, you must submit a Migration Worksheet to the ELM (eBusiness License Migrations) team. Refer to http://nafo.us.oracle.com under the Contract Management tab and e-Business License Migrations header to download the spreadsheet and for additional information.

<u>Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.</u>

| General Information | |
|---|---|
| Contract requested by (insert date):<br>After all approvals are obtained - Allow 24 hours for standard contracts and 48 hours for non-standard contracts. | |
| Opportunity I.D. (OSO Number): | |
| Is this a ship order? | ____ Yes ____ No |
| Deal Structure (indicate Direct, Pass-Through, Sublicense, or Trial License): | |
| Is this deal the result of a compliance issue that LMS has been involved in? | ____ Yes ____ No |
| Does deal contain new licenses with an *approved* non-supported license type (i.e. metric is not nor ever has been on Oracle's price list): | ____ Yes (specify non-supported license type and eBusiness license type used to determine conversion)<br>____ No |
| Quote Valid Through (insert date): | |
| Partner (insert name, if applicable)? | Margin or % of net license fees_____ |
| VAD (insert name, if applicable)? | Margin or % of net license fees_____ |
| PARTNER PAYMENT: If this is a direct deal, does it involve a Partner Referral Fee?<br><br>If yes, specify payment type: | ____ Yes<br>____ No<br><br>____ Applications Affiliate Fee<br>____ ROP Fee *(GB Use Only)* |
| MIGRATIONS OR UPDATES: | ____ Yes ____ No |
| PREMIUM SERVICES: | ____ Yes ____ No |
| INCIDENT PACKS: | ____ Yes ____ No |
| INTERNATIONAL:<br>Requires an International Notification Form to be forwarded to your manager, contract specialist, and NASINFO or OGEHINFO. | ____ Yes<br>____ No |
| Payment Terms: | ____ Net 30<br>____ Other (Specify)_____ |
| Referenced Agreement: | ____ New OLSA<br>____ Other (Specify)_____ |

**HIGHLY CONFIDENTIAL**　　　　　　　　　　　　　　　　**ORLITE0117946**

| Customer and Administrative Information – all fields must be filled in | |
|---|---|
| **Customer's EXACT Legal Name:** | |
| Business Address: | |
| City / State / Zip: | |
| Customer Contract Admin: | |
| Phone #: | |
| Fax #: | |
| E-mail ID: | |
| | |
| **Billing Contact:** | |
| (Partner/VAD if Indirect): | |
| Address: | |
| City / State / Zip: | |
| Phone #: | |
| Fax #: | |
| E-mail ID: | |
| Tax Status : | Exempt ___ (Need certificate for ship to state if not on Oracle's Tax Exemption Log) |
| | Non-Exempt ___ |
| | |
| **Shipping Contact:** | |
| Address: | |
| City / State / Zip: | |
| Phone #: | |
| Fax #: | |
| E-mail ID: | |
| | |
| **Technical Support Contact:** | |
| Address: | |
| City / State / Zip: | |
| Phone #: | |
| Fax #: | |
| Email ID: | |
| | |
| **Partner Name (Indirect):** | |
| Address: | |
| City / State / Zip: | |
| Contact Admin: | |
| Phone #: | |
| Fax #: | |
| E-mail ID: | |

**HIGHLY CONFIDENTIAL**          ORLITE0117947

| Education  (EPPC) | |
|---|---|
| Education Prepaid Credit Amount: | $_____ |
| Education Discount: | ____% |
| Education Revenue: | $_____ |
| Education Sales Rep: | |

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**PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)**

Make and Operating System required for each program:
<u>Make</u>:
<u>OS</u>:
<u>PROGRAMS</u>:

■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■■

| Applications | | |
|---|---|---|
| Will applications be modified: | ___Yes | ___No |
| Will users be accessing modified Apps from the web: | ___Yes | ___No |
| Have all prerequisites been included: | ___Yes | ___No |
| Will users use Fast Forward RPM: | ___Yes | ___No |
| Will applications be hosted: | ___Yes | ___No |
| Indicate database that Apps will run on: | | |
| Indicate CSI for existing prerequisite database and tools: | | |

| Options not requiring HQAPP, Tier 1, or Tier 2 Approval | |
|---|---|
| (1) | |
| (2) | |
| (3) | |
| (4) | |

| Internal Administrative Information | |
|---|---|
| Applications Sales Manager | |
| Technology Sales Manager | |
| Account Manager | |
| OracleDirect Rep | |
| Education Sales Rep | |
| Support Renewals Rep | |
| Premium Support Rep | |
| Migrations Manager | |
| Is there a teaming agreement? | ____Yes (if yes, list all appropriate reps) <br> ____No |
| Requester: | Name: _____ <br> Business Telephone: _____ <br> Cell Phone: _____ |